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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-10943 (MEW)
)	
Debtors.)	(Jointly Administered)
)	
)	Related Docket Nos. 995, 1289, 1291, 1293,
)	1295, 1297, 1298, 1299, 1304, 1305, 1307
)	1308, 1309, 1325, 1333, 1341, 1346, and
_____)	1356

**NOTICE OF PROPOSED
ORDER GRANTING INTERIM APPLICATIONS
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file the *Order Granting Interim Applications for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred* (the “Interim Fee Order”), attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the Debtors reserve the right to materially alter, amend, or modify the Interim Fee Order; *provided*, that if the Interim Fee Order is altered,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors’ principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

amended, or modified in any materials respect, the Debtors will file a revised version of such document the United States Bankruptcy Court for the Southern District of New York (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (each, an “Objection”) to the applications for allowance of interim compensation and reimbursement of expenses (the “Fee Applications”), were required to be filed and served so as to be actually received no later than June 7, 2023, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that there were no objections filed to the Interim Fee Applications.

PLEASE TAKE FURTHER NOTICE that the Court will consider the Interim Fee Order at a telephonic hearing (the “Hearing”) before the Honorable Michael E. Wiles of the United States Bankruptcy Court for the Southern District of New York on **June 14, 2023, at 11:00 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that copies of the Fee Applications and all other pleadings filed in these chapter 11 cases may be obtained free of charge by visiting the website of Stretto at <https://cases.stretto.com/Voyager>. You may also obtain copies of any pleadings by visiting the Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: June 14, 2023
New York, New York

/s/ Joshua A. Sussberg

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Interim Fee Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-10943 (MEW)
)
) (Jointly Administered)
)
) **Related Docket Nos. 995, 1289, 1291, 1293,**
) **1295, 1297, 1298, 1299, 1304, 1305, 1307,**
) **1308, 1309, 1325, 1333, 1341, 1346, and**
) **1356**

**ORDER GRANTING INTERIM APPLICATIONS
FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED**

Upon consideration of each application (each an “Application” and collectively, the “Applications”) [Docket Nos. 995, 1289, 1291, 1293, 1295, 1297, 1298, 1299, 1304, 1305, 1307, 1308, 1309, 1325, 1333, 1341, 1346, and 1356] of the professionals (the “Professionals”) listed on **Schedule A** and **Schedule B** hereto, pursuant to sections 327, 328, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the period as indicated on **Schedule A** for each applicant (the “Fee Period”), in connection therewith; and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2); and the Court having reviewed the *Final Report of Lori Lapin Jones, Esq., Independent Fee Examiner, on Interim Applications for Compensation and Reimbursement of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors’ principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

Expenses of Retained Professionals [Docket No. 1425]; and the Court having jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Applications and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor; it is:

1. ORDERED that the Applications are granted to the extent set forth on **Schedule A** and **Schedule B** hereto.

2. ORDERED that upon entry of this Order, the Debtors are directed and authorized to remit payment to each of the Professionals in the amounts set forth on **Schedule A** and **Schedule B** hereto less all amounts previously paid on account of such fees and expenses.

3. ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

New York, New York
Dated: _____, 2023

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

CURRENT INTERIM FEE PERIOD**Case No:** 22-10943 (MEW)**Schedule A****Case Name:** In re Voyager Digital Holdings, Inc., *et al.*

(1) Applicant [Fee Period]	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Debtor Professionals								
Deloitte Tax LLP [8/1/22-11/30/22]	2/13/2023 [Docket No. 995]	\$867,517.00	\$840,007.00	\$672,005.60	\$0.00	\$672,005.60	\$0.00	\$0.00
ArentFox Schiff LLP [11/10/22-2/28/23]	4/13/2023 [Docket No. 1289]	\$229,416.00	\$216,975.00	\$173,580.00	\$0.00	\$173,580.00	\$93.50	\$93.50
Paul Hastings LLP [7/5/22-10/31/22]	4/14/2023 [Docket No. 1293]	\$1,333,197.50	\$1,317,516.55	\$1,054,013.24	\$0.00	\$1,054,013.24	\$9,651.89	\$7,851.89
Katten Muchin Rosenman LLP [11/11/22-2/28/23]	4/14/2023 [Docket No.1295]	\$815,130.50	\$794,167.00	\$635,333.60	\$0.00	\$635,333.60	\$9,936.50	\$9,936.50
Quinn Emanuel Urquhart & Sullivan, LLP [11/1/22-2/28/23]	4/14/2023 [Docket No. 1297]	\$580,788.45	\$557,476.65	\$445,981.32	\$0.00	\$445,981.32	\$3,322.65	\$3,308.71
Berkeley Research Group, LLC [11/1/22-2/28/23]	4/14/2023 [Docket No. 1304]	\$4,917,378.00	\$4,757,593.75	\$3,806,075.00	\$0.00	\$3,806,075.00	\$26,853.95	\$25,999.66
Kirkland & Ellis LLP [11/1/22-2/28/23]	4/14/2023 [Docket No. 1308]	\$8,539,709.50	\$8,405,358.25	\$6,724,286.60	\$0.00	\$6,724,286.60	\$100,083.69	\$93,632.97

¹ Two pending interim fee applications were not reviewed by the Fee Examiner: the second interim fee application of Moelis & Company LLC (review of which is excepted under the charge of the Fee Examiner); and the second interim fee application of Stretto, Inc. All other fees allowed reflect the amounts as detailed in the final report of the Fee Examiner, filed at Docket No. 1425.

DATE ON WHICH ORDER WAS SIGNED: _____

INITIALS: ____USBJ

(1) Applicant [Fee Period]	(2) Date/Document Number of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed ¹	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid	(8) Interim Expenses Requested	(9) Expenses to be Paid for Current Fee Period
Moelis & Company LLC [11/1/22-2/28/23]	4/21/2023 [Docket No. 1325]	\$800,000.00	\$800,000.00	\$640,000.00	\$0.00	\$640,000.00	\$25,531.09	\$21,488.89
Stretto, Inc. [11/1/22-2/28/23]	4/21/2023 [Docket No. 1333]	\$145,224.48	\$145,224.48	\$116,179.58	\$0.00	\$116,179.58	\$0.00	\$0.00
Potter Anderson & Corroon LLP [11/30/22-2/28/23]	4/24/2023 [Docket No. 1341]	\$141,701.50	\$141,701.50	\$113,361.20	\$0.00	\$113,361.20	\$35.00	\$35.00
Deloitte Tax LLP [12/1/22-3/31/23]	4/25/2023 [Docket No. 1346]	\$478,046.00	\$465,675.63	\$372,540.50	\$0.00	\$372,540.50	\$0.00	\$0.00
Paul Hastings LLP [11/1/22-2/28/23]	4/27/2023 [Docket No. 1356]	\$1,143,583.40	\$1,035,049.18	\$828,039.34	\$0.00	\$828,039.34	\$8,143.16	\$8,143.16
Official Committee of Unsecured Creditors Professionals								
FTI Consulting, Inc. [11/1/22-2/28/23]	4/14/2023 [Docket No. 1291]	\$2,471,323.85	\$2,426,604.15	\$1,941,283.32	\$0.00	\$1,941,283.32	\$4,793.29	\$4,733.29
Harney Westwood & Riegels LP [11/1/22-2/28/23]	4/14/2023 Docket No. 1298]	\$25,120.00	\$24,515.00	\$19,612.00	\$0.00	\$19,612.00	\$0.00	\$0.00
Cassels Brock & Blackwell LLP [11/1/22-2/28/23]	4/14/2023 Docket No. 1299]	\$46,487.18	\$46,409.27	\$37,127.42	\$0.00	\$37,127.42	\$428.81	\$358.81
M3 Advisory Partners LP [1/4/23-2/28/23]	4/14/2023 [Docket No. 1305]	\$305,671.00	\$301,921.00	\$241,536.80	\$0.00	\$241,536.80	\$168.10	\$168.10
McDermott Will & Emery LLP [11/1/22-2/28/23]	4/14/2023 [Docket No. 1307]	\$5,676,302.50	\$5,575,401.70	\$4,460,321.36	\$0.00	\$4,460,321.36	\$104,318.90	\$104,318.90
Epiq Corporate Restructuring LLC [11/1/22-2/28/23]	4/14/2023 [Docket No. 1309]	\$20,092.90	\$19,642.90	\$15,714.32	\$0.00	\$15,714.32	\$52,856.12	\$52,856.12

INTERIM FEE APPLICATION TOTALS**Case No:** 22-10943 (MEW)**Schedule B****Case Name:** In re Voyager Digital Holdings, Inc., *et al.*

(1) Applicant [Fee Period]	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Debtor Professionals				
Deloitte Tax LLP [8/1/22-11/30/22]	\$867,517.00	\$672,005.60	\$0.00	\$0.00
ArentFox Schiff LLP [11/10/22-2/28/23]	\$229,416.00	\$173,580.00	\$93.50	\$93.50
Paul Hastings LLP [7/5/22-10/31/22]	\$1,333,197.50	\$1,054,013.24	\$9,651.89	\$7,851.89
Katten Muchin Rosenman LLP [11/11/22-2/28/23]	\$815,130.50	\$635,333.60	\$9,936.50	\$9,936.50
Quinn Emanuel Urquhart & Sullivan, LLP [11/1/22-2/28/23]	\$580,788.45	\$445,981.32	\$3,322.65	\$3,308.71
Berkeley Research Group, LLC [11/1/22-2/28/23]	\$4,917,378.00	\$3,806,075.00	\$26,853.95	\$25,999.66
Kirkland & Ellis LLP [11/1/22-2/28/23]	\$8,539,709.50	\$6,724,286.60	\$100,083.69	\$93,632.97
Moelis & Company LLC [11/1/22-2/28/23]	\$800,000.00	\$640,000.00	\$25,531.09	\$21,488.89
Stretto, Inc. [11/1/22-2/28/23]	\$145,224.48	\$116,179.58	\$0.00	\$0.00
Potter Anderson & Corroon LLP [11/30/22-2/28/23]	\$141,701.50	\$113,361.20	\$35.00	\$35.00
Deloitte Tax LLP [12/1/22-3/31/23]	\$478,046.00	\$372,540.50	\$0.00	\$0.00
Paul Hastings LLP [11/1/22-2/28/23]	\$1,143,583.40	\$828,039.34	\$8,143.16	\$8,143.16

DATE ON WHICH ORDER WAS SIGNED: _____

INITIALS: ____USBJ

(1) Applicant [Fee Period]	(2) Total Fees Requested	(3) Total Fees Paid	(4) Total Expenses Requested	(5) Total Expenses Paid
Official Committee of Unsecured Creditors Professionals				
FTI Consulting, Inc. [11/1/22-2/28/23]	\$2,471,323.85	\$1,941,283.32	\$4,793.29	\$4,733.29
Harney Westwood & Riegels LP [11/1/22-2/28/23]	\$25,120.00	\$19,612.00	\$0.00	\$0.00
Cassels Brock & Blackwell LLP [11/1/22-2/28/23]	\$46,487.18	\$37,127.42	\$428.81	\$358.81
M3 Advisory Partners LP [1/4/23-2/28/23]	\$305,671.00	\$241,536.80	\$168.10	\$168.10
McDermott Will & Emery LLP [11/1/22-2/28/23]	\$5,676,302.50	\$4,460,321.36	\$104,318.90	\$104,318.90
Epiq Corporate Restructuring LLC [11/1/22-2/28/23]	\$20,092.90	\$15,714.32	\$52,856.12	\$52,856.12